

BALSON ANDREW  
Form 4  
May 24, 2013

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BALSON ANDREW**

(Last) (First) (Middle)

**C/O BAIN CAPITAL INVESTORS,  
LLC, JOHN HANCOCK TOWER,  
200 CLARENDON STREET**

(Street)

**BOSTON, MA 02116**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**Bloomin' Brands, Inc. [BLMN]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/22/2013**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction(A) Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/22/2013		J <sup>(6)</sup>		199,333	D	\$ 0 67,328,156
						I	

See  
Footnotes  
(1) (2) (3) (4)  
(5) (7)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

BALSON ANDREW  
C/O BAIN CAPITAL INVESTORS, LLC  
JOHN HANCOCK TOWER, 200 CLARENDON STREET  
BOSTON, MA 02116

X X

## Signatures

/s/ Andrew  
Balson 05/24/2013

\_\_Signature of  
Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Andrew Balson is a Managing Director of Bain Capital Investors, LLC ("BCI"). BCI is the sole general partner of Bain Capital Partners IX, L.P. ("BCP IX"), which is the sole general partner of Bain Capital (OSI) IX, L.P. ("BC OSI IX").
- (2) BCI is the sole general partner of BCP IX is also the sole general partner of Bain Capital (OSI) IX Coinvestment, L.P. ("BC OSI IX-CO").
- (3) BCI is also the managing partner of BCIP Associates-G ("BCIP G").
- (4) BCI is also the administrative member of Bain Capital Integral Investors 2006, LLC ("BCI 2006").
- (5) BCI is also the administrative member of BCIP TCV, LLC ("BCIP TCV" and together BC OSI IX, BC OSI IX-CO, BCIP G and BCI 2006, the "Bain Entities").
- (6) On May 22, 2013 the Bain Entities distributed 199,333 shares of Common Stock to one or members or partners of the Bain Entities in connection with certain charitable gifts made by such members or partners on May 22, 2013.
- (7) By virtue of these relationships in the forgoing footnotes, Mr. Balson may be deemed to share voting and dispositive power with respect to all of the shares of Common Stock held by the Bain Entities. Mr. Balson disclaims beneficial ownership of such securities except to the

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extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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